

**United States Bankruptcy Court**  
**Middle District of Tennessee**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle):  Total Fitness Systems, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):  DBA World Gym of Huntsville; DBA World Gym of Huntsville, #2; DBA World Gym Huntsville University; DBA World Gym	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all)  52-2340926	Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all)
Street Address of Debtor (No. & Street, City, and State):  7105 Moore Lane Suite A6 Brentwood, TN	Street Address of Joint Debtor (No. & Street, City, and State):
ZIP Code  37027	ZIP Code
County of Residence or of the Principal Place of Business:  Williamson	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):  c/o Manny Butera 9011 Grey Pointe Ct. Brentwood, TN	Mailing Address of Joint Debtor (if different from street address):
ZIP Code  37027	ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):	Huntsville, AL

Type of Debtor (Form of Organization) (Check one box)	Nature of Business (Check all applicable boxes.)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
<input type="checkbox"/> Individual (includes Joint Debtors) <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and provide the information requested below.) State type of entity:	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Nonprofit Organization qualified under 15 U.S.C. § 501(c)(3)	<input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input type="checkbox"/> Chapter 13
Nature of Debts (Check one box)		
<input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		
Filing Fee (Check one box)		Chapter 11 Debtors
<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).
		Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2 million.

Statistical/Administrative Information	*** G. Rhea Bucy ***	THIS SPACE IS FOR COURT USE ONLY																														
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																																
Estimated Number of Creditors <table style="margin-left: auto; margin-right: auto;"> <tr> <td style="text-align: center;">1-</td> <td style="text-align: center;">50-</td> <td style="text-align: center;">100-</td> <td style="text-align: center;">200-</td> <td style="text-align: center;">1000-</td> <td style="text-align: center;">5001-</td> <td style="text-align: center;">10,001-</td> <td style="text-align: center;">25,001-</td> <td style="text-align: center;">50,001-</td> <td style="text-align: center;">OVER</td> </tr> <tr> <td style="text-align: center;">49</td> <td style="text-align: center;">99</td> <td style="text-align: center;">199</td> <td style="text-align: center;">999</td> <td style="text-align: center;">5,000</td> <td style="text-align: center;">10,000</td> <td style="text-align: center;">25,000</td> <td style="text-align: center;">50,000</td> <td style="text-align: center;">100,000</td> <td style="text-align: center;">100,000</td> </tr> <tr> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>			1-	50-	100-	200-	1000-	5001-	10,001-	25,001-	50,001-	OVER	49	99	199	999	5,000	10,000	25,000	50,000	100,000	100,000	<input checked="" type="checkbox"/>	<input type="checkbox"/>								
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Total Fitness Systems, LLC
<b>Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than one, attach additional sheet)		
Location Where Filed: - None -	Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)		
Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		<b>Exhibit B</b>  (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by §342(b) of the Bankruptcy Code.
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.  <input checked="" type="checkbox"/> No		X _____ Signature of Attorney for Debtor(s)      Date
<b>Exhibit C</b>  Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?		<b>Certification Concerning Debt Counseling by Individual/Joint Debtor(s)</b>  <input type="checkbox"/> I/we have received approved budget and credit counseling during the 180-day period preceding the filing of this petition.  <input type="checkbox"/> I/we request a waiver of the requirement to obtain budget and credit counseling prior to filing based on exigent circumstances. (Must attach certification describing.)
<b>Information Regarding the Debtor</b> (Check the Applicable Boxes)		
<b>Venue</b> (Check any applicable box)		
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.  <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
<b>Statement by a Debtor Who Resides as a Tenant of Residential Property</b> <i>Check all applicable boxes.</i>		
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)		
<hr/> (Name of landlord that obtained judgment)		
<hr/> (Address of landlord)		
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.		

**Voluntary Petition***(This page must be completed and filed in every case)***Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by §342(b) of the Bankruptcy Code.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X**

Signature of Debtor

**X**

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

**Signature of Attorney****X** /s/ G. Rhea Bucy

Signature of Attorney for Debtor(s)

G. Rhea Bucy

Printed Name of Attorney for Debtor(s)

GULLETT, SANFORD, ROBINSON & MARTIN, PLLC

Firm Name

315 Deaderick Street, Suite 1100  
P. O. Box 198888  
Nashville, TN 37219-8888

Address

Phone: (615) 244-4994 Fax: (615) 256-6339

Telephone Number

December 6, 2006

Date

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** /s/ Manny Butera

Signature of Authorized Individual

Manny Butera

Printed Name of Authorized Individual

Title of Authorized Individual

December 6, 2006

Date

**Signatures**Name of Debtor(s):  
Total Fitness Systems, LLC**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by §1515 of title 11 are attached.

Pursuant to §1511 of title 11, United States Code, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X**

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

**X**

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person,or partner whose social security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

**United States Bankruptcy Court**  
**Middle District of Tennessee**

In re Total Fitness Systems, LLC

Debtor(s)

Case No.

Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
BellSouth P.O. Box 105262 Atlanta, GA 30348-5262	BellSouth P.O. Box 105262 Atlanta, GA 30348-5262	Huntsville #2		1,133.17
BellSouth P.O. Box 105262 Atlanta, GA 30348-5262	BellSouth P.O. Box 105262 Atlanta, GA 30348-5262	Huntsville		324.65
Brian P. Mickles First Tennessee Building Suite 1610 Chattanooga, TN 37402	Brian P. Mickles First Tennessee Building Suite 1610 Chattanooga, TN 37402			3,094.00
Built More 702 Brentridge Pl. Antioch, TN 37013	Built More 702 Brentridge Pl. Antioch, TN 37013	Huntsville		675,000.00
Built More 702 Brentridge Place Antioch, TN 37013	Built More 702 Brentridge Place Antioch, TN 37013	Huntsville #2		365,000.00
Card Services Bank of Nashville P.O. Box 23061 Columbus, GA 31902-2181	Card Services Bank of Nashville P.O. Box 23061 Columbus, GA 31902-2181	Huntsville		12,905.81
Card Services Bank of Nashville P.O. Box 23061 Columbus, GA 31902-2181	Card Services Bank of Nashville P.O. Box 23061 Columbus, GA 31902-2181	Huntsville		7,490.06
Huntsville Utilities Huntsville, AL 35895	Huntsville Utilities Huntsville, AL 35895	Huntsville		547.01
Huntsville Utilities Huntsville, AL 35895	Huntsville Utilities Huntsville, AL 35895	Huntsville #2		334.76
Inergi P.O. Box 7350 Huntsville, AL 35807	Inergi P.O. Box 7350 Huntsville, AL 35807	Huntsville		5,130.38
Inergi P.O. Box 7350 Huntsville, AL 35807	Inergi P.O. Box 7350 Huntsville, AL 35807	Huntsville		5,130.38

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
 (Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
John R. Cheadle Rep/Maxwell Johanson Mayor 129 Second Avenue, North Nashville, TN 37201	John R. Cheadle Rep/Maxwell Johanson Mayor 129 Second Avenue, North Nashville, TN 37201			57,009.39
Lang Sign Attn: Richie 7240 Castleberry Rd Cumming, GA 30040	Lang Sign Attn: Richie 7240 Castleberry Rd Cumming, GA 30040			2,342.02
Main Street Bank P.O. Box 203909 Houston, TX 77216-3909	Main Street Bank P.O. Box 203909 Houston, TX 77216-3909	Huntsville		717,187.89
Main Street Bank P.O. Box 203909 Houston, TX 77216-3909	Main Street Bank P.O. Box 203909 Houston, TX 77216-3909	Huntsville #2		324,372.31
POS Supplies 201 S. Biscayne Drive 28th Floor Miami, FL 33131	POS Supplies 201 S. Biscayne Drive 28th Floor Miami, FL 33131	Huntsville		309.50
Stove House 5 3414 Governors Drive Huntsville, AL 35805	Stove House 5 3414 Governors Drive Huntsville, AL 35805	Huntsville #2		625.00
Stove House 5 3414 Governors Drive Huntsville, AL 35805	Stove House 5 3414 Governors Drive Huntsville, AL 35805	Huntsville		625.00
The Design Works 1226 10th Avenue Columbus, GA 31901	The Design Works 1226 10th Avenue Columbus, GA 31901			10,000.00
Yellow Pages P.O. Box 11145 Carrollton, TX 75011-1455	Yellow Pages P.O. Box 11145 Carrollton, TX 75011-1455	Huntsville		298.00

**DECLARATION UNDER PENALTY OF PERJURY  
 ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the \_\_\_\_\_ of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date December 6, 2006

Signature /s/ Manny Butera  
 Manny Butera

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
 18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court**  
**Middle District of Tennessee**

In re Total Fitness Systems, LLC

Debtor(s)

Case No.

Chapter 11

**VERIFICATION OF CREDITOR MATRIX**

I, the                    of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: December 6, 2006

/s/ Manny Butera

Manny Butera/  
Signer/Title

Date: December 6, 2006

/s/ G. Rhea Bucy

Signature of Attorney  
G. Rhea Bucy  
GULLETT, SANFORD, ROBINSON & MARTIN, PLLC  
315 Deaderick Street, Suite 1100  
P. O. Box 198888  
Nashville, TN 37219-8888  
Phone: (615) 244-4994 Fax: (615) 256-6339